

6188

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT
OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and
accordingly, this CERTIFICATE of ***INCORPORATION*** is hereby
issued to

LMRC ACQUISITION CORP.

as of ***DECEMBER 9th, 1994*** .

Hampton Cross
Director

Barry K. Campbell
Administrator
Business Regulation Administration

Patricia E. Grays
Acting Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

FEES DUE

Filing Fee \$100.00
Indexing Fee 2.00

Total \$102.00

ARTICLES OF INCORPORATION

To: Department of Consumer and Regulatory Affairs
Washington, D. C. 20001

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Business Corporation Act (D. C. Code, 1981 edition, Title 29 Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is LMRC Acquisition Corp.

SECOND: The period of its duration is Perpetual

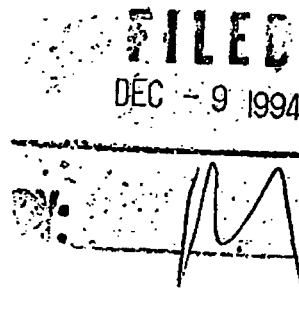
THIRD: The purpose or purposes for which the corporation is organized are:

Government Affairs Consulting

FOURTH: The aggregate number of shares which the corporation is authorized to issue is One thousand (1,000) @ no par value If divided into classes, insert number divided into, the designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value.

FIFTH: The preferences, qualifications, limitations, restrictions and special or relative rights in respect to the shares of each class are:

NONE



SIXTH: The corporation will not commence business until at least one thousand dollars (\$1,000) has been received as initial capitalization.

SEVENTH: The provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation are: (If not limited or denied insert "None").

NONE

EIGHTH: The provisions for the regulation of the internal affairs of the corporation are: (If no regulations insert "None").

NONE

NINTH: The address, including street and number, of the initial registered office of the corporation is CT Corporation System, 1025 Vermont Avenue NW, Washington, DC 20005 and the name of the initial registered agent at such address is CT Corporation System

TENTH: The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses, including street and number, if any, of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
<u>David Carmen</u>	<u>5111 52nd Court, N.W.</u> <u>Washington, D.C. 20016</u>
<u>Gerald P. Carmen</u>	<u>1086 Ocean Boulevard</u> <u>Rye, New Hampshire 03870</u>
<u>Max Hugel</u>	<u>P.O. Box 47</u> <u>Salem, New Hampshire 03079</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

ELEVENTH: The name and address, including street and number, if any, of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>David M. Abel</u>	<u>Buchanan Ingersoll Professional Corporation</u> <u>600 Grant Street, USX Tower</u> <u>58th Floor</u> <u>Pittsburgh, Pennsylvania 15219</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Date December 7, 1994.



David M. Abel

(Incorporators)

MAIL TO:

Department of Consumer and Regulatory Affairs
Corporation Division
614 H Street, N. W.
Washington, D. C. 20001

**MAKE CHECK PAYABLE TO
D. C. TREASURER**

WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO: THE SUPERINTENDENT OF CORPORATIONS
BUSINESS REGULATION ADMINISTRATION
DEPT. OF CONSUMER & REGULATORY AFFAIRS
WASHINGTON, D.C.

(A) BY A DISTRICT OF COLUMBIA RESIDENT

PURSUANT TO THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT AS
AMENDED (D.C. CODE, 1981 EDITION, TITLE 29, SECTION 29-310(2),

I, _____
A BONAFIDE RESIDENT OF THE DISTRICT OF COLUMBIA HEREIN CONSENT
TO ACT AS REGISTERED AGENT FOR:

(NAME OF CORPORATION) _____

SIGNATURE OF REGISTERED AGENT _____

DATE: _____

(B) BY A LEGALLY AUTHORIZED CORPORATION

THE CORPORATION HEREIN NAMED AS:

C T CORPORATION SYSTEM

AN AUTHORIZED CORPORATE REGISTERED AGENT IN THE DISTRICT OF
COLUMBIA, PER SIGNATURES OF ITS PRESIDENT/ VICE-PRESIDENT AND
SECRETARY/ASSISTANT SECRETARY, HEREIN CONSENTS TO ACT AS
REGISTERED AGENT FOR:

(NAME OF CORPORATION) IMRC Acquisition Corp.

SIGNATURE: Victor A. Duva OF ITS PRESIDENT
OR VICE-PRESIDENT

NAME: Victor A. Duva

ATTEST : Kevin A. Sebunia OF SECRETARY
OR ASSISTANT SECRETARY

NAME: Kevin A. Sebunia

DATE : 12/7/94

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
(After acceptance of subscription to shares)**

TO: Department of Consumer & Regulatory Affairs
Corporation Division
Washington, D.C. 20001

Pursuant to the provisions of Title 29, Chapter 3 of the Code of Laws of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to it's Articles of Incorporation:

FIRST: The name of the corporation is LMRC Acquisition Corp.

SECOND: The following Amendment to the Articles of Incorporation was advised by the Directors and adopted by the Shareholders of the corporation on December 29, 1994 in the manner prescribed by the Code of Laws of the District of Columbia.

The name of the corporation should be changed to:

Linton, Miels, Reisler & Cottone, Inc.

THIRD: The amendment received an affirmative vote of at least 2/3 of the outstanding shares entitled to vote.

FOURTH: The manner, if not set forth in such amendment, in which any exchange reclassification or cancellation of issued shares provide for amendment shall be effected, is as follows:

NO CHANGE

FIFTH: The manner in which such amendment effects a change in the amount of stated capital, or paid in surplus, or both, and the amount of stated capital and the amount of paid in surplus as changed by such amendment, are as follows:

NO CHANGE

January 4, 1995



David Carmen, President

FILED

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 9TH day of DECEMBER, 1994, Articles of Incorporation of:

LMRC ACQUISITION CORPORATION

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 23RD day of DECEMBER 1994.

Hampton Cross
Director

Barry K. Campbell
Administrator
Business Regulation Administration

Maxine M. Hinson

Act. Asst. Maxine M. Hinson
Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT
OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and
accordingly, this CERTIFICATE of ***AMENDMENT*** is hereby issued to

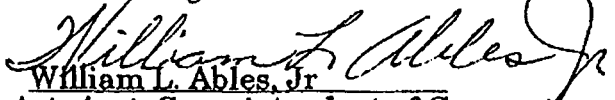
LMRC ACQUISITION CORP.

Name Change To
LINTON, MIELDS, REISLER & COTTONE, INC.

as of ***January 30th, 1995*** .

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration


William L. Ables, Jr.
Act. Asst. Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

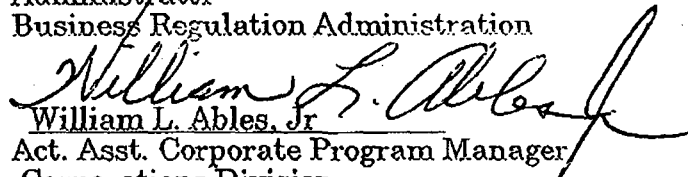
THIS IS TO CERTIFY that all applicable provisions of the DISTRICT
OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and
accordingly, this CERTIFICATE of ***AMENDMENT*** is hereby issued to
LINTON, MIELDS, REISLER & COTTONE, INC.

LMRC, INC. *Name Change To*

as of ***August 17th, 1998*** .

Lloyd J. Jordan
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration


William L. Ables, Jr.
Act. Asst. Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
(After acceptance of subscription to shares)

TO: Department of Consumer & Regulatory Affairs
Corporation Division
Washington, D.C. 20001

Pursuant to the provisions of Title 29, Chapter 3 of the Code of Laws of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is LMRC, Inc.

SECOND: The following Amendment to the Articles of Incorporation was advised by the Directors and adopted by the Shareholders of the corporation on July 19, 1999 in the manner prescribed by the Code of Laws of the District of Columbia.

The name of the corporation should be changed to:

The Carmen Group, Inc.

THIRD: The amendment received an affirmative vote of at least 2/3 of the outstanding shares entitled to vote.

Date 10.12, 1999



David Carmen
President and CEO

FILE
OCT 26 1999

WLA

BY-LAWS
OF
LINTON, MIELDS, REISLER & COTTONE, INC.

BY-LAWS
OF
LINTON, MIELDS, REISLER & COTTONE, INC.

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BY-LAWS
OF
LINTON, MIELDS, REISLER & COTTONE, INC.

ARTICLE I
OFFICES

Section 1. Registered Office. The registered office of the Corporation shall be at 1730 Pennsylvania Avenue, N.W., Suite 1050, Washington, D.C. 20006. The registered agent of the Corporation at such address is David M. Carmen.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and without the District of Columbia as the board of directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 1. Place of Meeting. All meetings of the stockholders of the Corporation shall be held at such place, either within or without the District of Columbia, as shall be designated from time to time by the board of directors or stated in the notice of the meeting or duly executed waivers thereof.

Section 2. Annual Meetings. The annual meeting of stockholders for the election of directors and the transaction of other business specified in the notice of meeting shall be held

Section 3. Notice of Annual Meeting. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting, either personally or by mail, not less than ten nor more than fifty days before the date of the meeting.

Section 4. Stockholder List. The officer who has charge of the stock ledger of the Corporation shall prepare and make, not less than ten days nor more than fifty days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the principal place of business of the Corporation. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, may be called by the Chairman and shall be called by the President or Secretary at the request in writing signed by two or more members

of the board of directors and stating the purpose or purposes of the proposed meeting.

Section 6. Notice of Special Meetings. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given to each stockholder entitled to vote at such meeting, either personally or by mail, not less than ten nor more than fifty days before the date of the meeting.

Section 7. Special Meeting-Business. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. Quorum; Adjourned Meetings. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the articles of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting,

a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 9. Required Vote. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the articles of incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Voting. Each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period.

Section 11. Action Without Meeting. Any action required by law to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the holders of outstanding stock entitled to vote with respect to such action, and such written consent is filed with the minutes of proceedings of the shareholders. The record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no

prior action by the board of directors is necessary, shall be the date on which the first written consent is expressed.

ARTICLE III

DIRECTORS

Section 1. General Authority. The business and affairs of the Corporation shall be managed by or under the direction of its board of directors which may exercise all such powers of the Corporation and do such lawful acts and things as are not by statute or by the articles of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Section 2. Number and Election. The number of directors which shall constitute the whole board shall be three. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 3 of this Article III and except that the first directors of the Corporation shall be named by the Incorporators and each director shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Directors need not be stockholders.

Section 3. Vacancies and Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors, shall be filled by the stockholders at the annual meeting or a special meeting called for that purpose. Any other vacancies shall be filled by a majority vote of the remaining directors, though less than a quorum, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected

and shall qualify, unless sooner displaced. If the remaining directors are unable to fill such vacancies by a majority vote, such vacancies shall be filled by the stockholders at the annual meeting or a special meeting called for that purpose.

Section 4. Meetings Generally. The board of directors of the Corporation may hold meetings, both regular and special, either within or without the District of Columbia.

Section 5. First Meeting. The first meeting of each newly elected board of directors shall be held immediately after the annual meeting of stockholders and at the same place, and no notice of such meeting shall be necessary to the newly elected directors in order to constitute the meeting legally, provided a quorum shall be present. In the event such meeting is not held at that time and place, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors.

Section 6. Regular Meetings. Regular meetings of the board of directors or any committee thereof may be held without notice at such time and at such place as shall from time to time be determined by the board or committee, as the case may be.

Section 7. Special Meetings; Notice. Special meetings of the board of directors or of any committee thereof shall be held whenever called by any director or committee member, as the case may be. Notice of the meeting shall be mailed to each director or committee member, addressed to him at his residence or usual place of business, at least three (3) days before the

day on which the meeting is to be held, or shall be sent to him at such place by telegraph, cable or wireless, or be delivered personally or by telephone, not less than one (1) day before the day on which the meeting is to be held. The notice shall state the date, time and place of the meeting but need not state the purpose thereof, except as otherwise herein expressly provided. A written waiver of notice signed by the director entitled to notice, whether before or after the time stated therein, shall be equivalent to notice. Attendance of the director at the meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum; Required Vote; Adjourned Meetings.

At all meetings of the board or any committee thereof, a majority of the directors or committee members shall constitute a quorum for the transaction of business and the act of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the board of directors or committee, as the case may be, except as may be otherwise specifically provided by statute, by the articles of incorporation or by these by-laws. If a quorum shall not be present at any meeting of the board of directors or committee thereof, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Action Without Meetings. Unless otherwise restricted by the articles of incorporation or these by-laws, any

action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing setting forth the action so taken, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 10. Executive Committee. The board of directors may, by resolution passed by a majority of the whole board, designate an Executive committee, such committee to consist of two or more of the directors of the Corporation. The board may designate one or more directors as alternate members of this committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. The committee shall have such member or members as may be determined from time to time by resolution adopted by the board of directors. This committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the power and authority of the board of directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but it shall not have the power or authority to: amend the articles of incorporation, adopt an agreement of merger or consolidation, recommend to the

stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommend to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amend the by-laws of the Corporation. Unless the resolution or articles of incorporation expressly so provides, this committee shall not have the power or authority to declare a dividend or to authorize the issuance of stock.

Section 11. Executive Committee Minutes. The Executive Committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 12. Compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 13. Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 14. Removal. Any director or the entire board of directors may be removed, at any time, with or without cause, by the holders of a majority of the shares then entitled to vote

at an election of directors, except as may be provided by statute or the articles of incorporation.

ARTICLE IV

NOTICES

Section 1. General. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws, notice is required to be given to any director or stockholder, it shall be construed to mean written notice by personal delivery or by mail, addressed to such director or stockholder, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram, telephone, or personal delivery.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the articles of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any regular meeting of the stockholders, or any regular or special meeting of the directors or members of a committee of directors need be specified in the notice or any written waiver of notice unless so required by the articles of incorporation or these by-laws.

ARTICLE V

OFFICERS

Section 1. Number. The officers of the Corporation shall be chosen by the board of directors and may be a Chairman, a President, one or more Vice-Presidents, a Secretary, a Treasurer, and one or more Assistant Secretaries or Assistant Treasurers. Any number of offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election. The board of directors at its first meeting after each annual meeting of stockholders shall elect an officer for each position created or existing.

Section 3. Other Officers. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. Compensation. The compensation of all officers and agents of the Corporation shall be fixed by or in the manner prescribed by the board of directors.

Section 5. Term of Office; Removal. The officers of the Corporation shall hold office until their successors are chosen and qualify or until their earlier resignation or removal. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the Corporation shall be filled by or in the manner prescribed by the board of directors.

Section 6. Chairman. The Chairman shall preside at all meetings of the stockholders and board of directors.

Section 7. President. The President shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation, shall report to the Chairman, and shall see that all orders and resolutions of the board of directors are carried into effect, all subject to the general control of the board of directors and the Chairman.

Section 8. Vice-President. The Vice-President, or if there be more than one, the Vice-Presidents in the order determined by the board of directors (or if there be no such determination, then in the order of their election), shall perform such duties and have such powers as the board of directors or President may from time to time prescribe.

Section 9. Secretary. The Secretary shall attend all meetings of the stockholders and all meetings of the board of directors and record all the proceedings of the meetings of the stockholders and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors and shall perform such other duties as may be prescribed by the board of directors or President. The Secretary shall have custody of the corporate seal of the Corporation and shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his signature. The board of directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

Section 10. Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the board of directors or President may from time to time prescribe. Any Assistant Secretary shall have authority to affix the corporate seal and attest by his signature to the same extent as the Secretary.

Section 11. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation as ordered by the board of directors or the President. The Treasurer shall disburse the funds of the Corporation as may be ordered by the board of directors or the President, taking proper vouchers for such disbursements, and shall render to the President and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 12. Assistant Treasurer. The Assistant Treasurer, or if there be more than one, the Assistant Treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election),

shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the board of directors or President may from time to time prescribe.

Section 13. Execution of Documents. All deeds, mortgages, bonds or contracts involving annual sums of less than \$500,000, or other instruments involving annual sums of less than \$50,000, may be executed on behalf of the Corporation by the President or by any other person or persons designated from time to time by the board of directors. All deeds, mortgages, bonds or contracts involving annual sums equal to or greater than \$500,000, or other instruments involving annual sums equal to or greater than \$50,000 shall be executed on behalf of the Corporation by those persons designated by the board of directors only after approval by the board of directors of such deed, mortgage, bond, contract or other instrument.

ARTICLE VI

CERTIFICATES OF STOCK

Section 1. General. Every holder of stock in the Corporation shall be entitled to have a certificate, signed by, or signed in the name of the Corporation by, the President or a Vice-President and either the Secretary or an Assistant Secretary of the Corporation, and sealed with the Seal of the Corporation, stating that the Corporation is organized under the laws of the District of Columbia, the name of the person to whom issued; the number and class of shares which such certificate represents, and

the par value of each share represented by such certificate or a statement that the shares are without par value. Any certificate representing shares the transferability of which is restricted or limited shall so state on the face thereof and upon the face or back thereof shall either set forth a full or summary statement of any such restriction or limitation or state that the Corporation will furnish to any shareholder upon request and without charge such full or summary statement.

Section 2. Facsimile. Where a certificate is countersigned (1) by a transfer agent other than the Corporation or its employee, or, (2) by a transfer clerk and registered by a registrar, any other signature on the certificate may be a facsimile. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

Section 3. Lost Certificates. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same

in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4. Transfers of Stock. Upon proper surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 5. Fixing Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than fifty nor less than ten days before the date of a stockholders meeting, nor more than fifty days prior to the date of the payment of such dividends, the distribution of such rights, the exercise of such rights or the taking of any other lawful action. If no record date is fixed, the record date shall be the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors relating thereto is adopted.

Section 6. Registered Stockholders. The Corporation shall be entitled to treat the record holder of any shares of the

Corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person, including, but without limiting the generality thereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the record holder of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. Any such purchaser, assignee, transferee or other person shall not be entitled to receive notice of the meetings of stockholders, to vote at such meetings, to examine a complete list of the stockholders entitled to vote at meetings, or to own, enjoy, and exercise any other property or rights deriving from such shares against the Corporation, until such purchaser, assignee, transferee or other person has become the record holder of such shares.

Section 7. Stockholder's Rights of Inspection. Any holder of at least five (5) percent of all outstanding shares of the Corporation, in person or by attorney or other agent, shall have the right to examine at any reasonable time or times, for any proper purpose, the Corporation's record of its stockholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who

seeks the right to inspection, such attorney or agent must produce a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the stockholder. Inspection requests shall be directed to the Corporation at its registered office in the District of Columbia or at its principal place of business.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the Corporation, subject to the provisions of the articles of incorporation, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the articles of incorporation. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 2. Voting Securities of Other Corporations. The Chairman shall have the authority to vote on behalf of the Corporation the securities of any other corporation, which are

owned or held by the Corporation and may attend meetings of stockholders or execute and deliver proxies for such purpose.

Section 3. Contracts, Checks, Notes, Bank Accounts, Etc. All contracts and agreements authorized by the board of directors, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall be signed by at least two officers of the Corporation or by such other number of officer or officers or employee or employees as the board of directors may from time to time designate.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the board of directors or the President or the Treasurer shall direct in such banks, trust companies or other depositories as the board of directors may select, or as may be selected by any officer or officers or agent or agents of the Corporation to whom power in that respect shall have been delegated by the board of directors. For the purpose of deposit and collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer or officers of the Corporation.

Section 5. Fiscal Year. The fiscal year of the Corporation shall be as determined by the board of directors.

Section 6. Seal. The corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization, the words "Corporate Seal, District of Columbia," and such words and figures as the board of directors may approve

and adopt. The Seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 7. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible written form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 8. Majority Vote. Unless a vote of a greater number is specifically set forth in the statutes, the articles of incorporation, or these by-laws, the vote of a majority of the board of directors shall be the act of the board of directors and the vote of a majority of the stockholders shall be the act of the stockholders.

ARTICLE VIII

INDEMNIFICATION

Every person who is or was a director, officer, employee or agent of the Corporation or of any other corporation, partnership, joint venture, trust or other enterprise which such person served at the request of the Corporation or any other person connected with the business of the Corporation who the board of directors may designate, may, in the discretion of the board of directors, be indemnified by the Corporation against all liability and reasonable expenses incurred by such person in

connection with or resulting from any action, suit or proceeding in which such person may become involved as a party or otherwise (except for an action, suit or proceeding by or in the right of the Corporation or such other corporation or other enterprise) by reason of such person's being or having been a director, officer, employee or agent of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise, or by reason of such person's connection with the business of the Corporation, provided '(a) that said action, suit or proceeding shall be prosecuted to a final determination and such person shall defend successfully on the merits or otherwise, or (b) in the absence of such a final determination in such person's favor, that the board of directors shall determine that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had no reasonable cause to believe his conduct was unlawful; said determinations to be made (i) by the board of directors by a majority vote of a quorum, or (ii) by the stockholders.

For the purposes of this Section: (a) "reasonable expenses" shall include, but not be limited to, reasonable counsel fees and disbursements; (b) "liability" shall include amounts of any judgment, fine or penalty, and reasonable amounts paid in settlement; (c) "action, suit or proceeding" (unless otherwise limited) shall include every claim, action, suit or proceeding, whether civil or criminal, derivative or otherwise, administrative or investigative, and any appeal relating thereto,

and shall include any reasonable apprehension or threat of such an action, suit or proceeding; and (d) the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the conduct of the person seeking indemnification did not meet the standard of conduct set forth in provision (b) of the preceding paragraph.

In the case of any action, suit or proceeding by or in the right of the Corporation: (a) no indemnification shall be made with respect to any claim, issue or matter as to which the person seeking indemnification shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for reasonable expenses as such court shall deem proper; and (b) indemnification shall extend only to reasonable expenses and specifically shall not extend to any liability.

If a person meets the requirements of this by-law with respect to some matters in a claim, suit or proceeding, but not with respect to others, he may be entitled to indemnification as to the former. Advances against reasonable expenses may be made by the Corporation on terms fixed by the board of directors subject to an obligation to repay if indemnification proves unwarranted. The indemnification provided by this by-law shall not be deemed exclusive of any other rights to which any person

seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

This by-law shall not be construed to authorize indemnification in any case or for any liability or reasonable expense where such indemnification would not be lawful. This by-law shall be applicable to actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, or on behalf of any person connected with the business of the Corporation, against all liability and reasonable expenses incurred by him in any such capacity, or arising out of his status as such, whether or not such person may have a right to be indemnified by the Corporation against such liability and reasonable expense under this by-law.

ARTICLE IX

INTERESTED OFFICER OR DIRECTORS

No contract or transaction between this Corporation and one or more of its directors or officer, or between this

Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorized the contract or transaction.

ARTICLE X

AMENDMENTS

These by-laws may be altered or repealed, subject to any provisions which might pertain in the articles of incorporation, by majority vote of the stock outstanding at the annual meeting of stockholders or at any special meeting of stockholders if notice of such alteration or repeal is contained in the notice of such special meeting.

ARTICLE XI

DISSOLUTION

The Corporation may be dissolved by the written consent of the holders or record of all its outstanding shares, by a resolution of the board of directors recommending such dissolution adopted by the affirmative vote of the holders of at least two-thirds of the outstanding shares entitled to vote, or as otherwise provided by law.